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Attorneys for Debtors and  
Debtors In Possession

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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<b>In re</b>	:	
	:	<b>Chapter 11 Case Nos.</b>
	:	
<b>GLOBAL CROSSING LTD., <u>et al.</u>,</b>	:	<b>02- ____ ( ) through</b>
	:	<b>02- ____ ( )</b>
	:	
<b>Debtors.</b>	:	<b>(Jointly Administered)</b>
	:	
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**APPLICATION OF THE DEBTORS PURSUANT TO  
SECTIONS 327(a) AND 328(a) OF THE  
BANKRUPTCY CODE FOR AUTHORIZATION TO EMPLOY  
WEIL, GOTSHAL & MANGES LLP AS ATTORNEYS FOR THE DEBTORS**

TO THE HONORABLE  
UNITED STATES BANKRUPTCY JUDGE:

Global Crossing Ltd. and certain of its direct and indirect subsidiaries, as  
debtors and debtors in possession (collectively, “Global Crossing” or the “Debtors”),  
respectfully represent:

**Background**

1. On the date hereof (the “Commencement Date”), each of the Debtors  
commenced a case under chapter 11 of title 11 of the United States Code (the

“Bankruptcy Code”). The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to section 1107(a) and 1108 of the Bankruptcy Code.

2. Global Crossing has built the world’s most extensive owned and controlled fiber-optic network, spanning over 100,000 route miles and reaching five continents, 27 countries and more than 200 major cities (the “Network”). The markets in those cities represent approximately 85% of the world’s international telecommunications traffic. The Network took over four years, multiple acquisitions and partnerships, and billions of dollars of capital to reach its current state of near-completion.

3. Global Crossing’s Network operations and services in the Americas and Europe and across the Atlantic are owned and operated through a number of wholly owned subsidiaries incorporated in New York, Delaware, Canada, Bermuda, Venezuela, Mexico, Panama, Chile, Argentina, Brazil, the United Kingdom, Ireland, France, Italy, the Netherlands, Denmark, Spain, Switzerland, Norway, Sweden, Belgium and Germany, among other places. Services in Asia and the Pacific are provided through Global Crossing’s majority-owned subsidiary, Asia Global Crossing Ltd.,<sup>1</sup> as well as a number of in-country joint ventures between Asia Global Crossing and various local partners.

4. Through the Network, Global Crossing provides integrated telecommunications solutions to many of the world’s largest corporations, government institutions and telecommunication carriers, including a full range of managed data and

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<sup>1</sup> Global Crossing owns 58.8% of the equity of Asia Global Crossing Ltd. Asia Global Crossing Ltd. is not a Debtor in these chapter 11 cases.

voice services over the world's first integrated global Internet Protocol<sup>2</sup> based fiber-optic network. The breadth of the Network, coupled with the wide scope of telecommunication services offered to its customers, distinguishes Global Crossing from all other telecommunications companies in existence today. Global Crossing is uniquely positioned to meet the challenges of the world's new economic regime populated by sophisticated multinational conglomerates, telecommunications companies and governments requiring high-end communications capabilities.

5. The recent and well-publicised failure of a number of telecommunications companies, compounded by the recessionary state of the national and global economy, have unnerved investors and all but foreclosed the capital markets as a source of additional funds for Global Crossing at this time. Given the lack of available financing, and anticipating forecasted liquidity constraints on the horizon, Global Crossing has commenced these cases to significantly revise its capital structure, including a reduction of its debt obligations.

6. Notwithstanding the foregoing constraints, Global Crossing and its Network is of great interest to any number of strategic and financial investors. Global Crossing is presently working with strategic investors with respect to a restructuring of the Company.

7. Simultaneously herewith and in furtherance of these chapter 11 cases, each Debtor that is incorporated in Bermuda (collectively the "Bermuda Group") is in the process of commencing a coordinated proceeding in the Supreme Court of Bermuda. The

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<sup>2</sup> Internet Protocol ("IP") is the method by which data is sent from one computer to another over the Internet.

Bermuda Group will be petitioning the Supreme Court of Bermuda to issue an order appointing certain principals of KPMG International as Joint Provisional Liquidators (the “JPLs”) of the Bermuda Group. The Supreme Court of Bermuda will also be requested to empower and direct the JPLs to oversee the continuation of Global Crossing under the control of its Board of Directors and under the supervision of the Supreme Court of Bermuda and this Court in effecting a plan of reorganization under the Bankruptcy Code.

8. For the nine month period ending September 30, 2001, Global Crossing recorded revenue of \$2,437,000,000 and a net loss of \$4,594,000,000.<sup>3</sup> As of September 30, 2001, Global Crossing’s books and records, prepared in accordance with Generally Accepted Accounting Principles, reflected assets totaling approximately \$25,511,000,000 and liabilities totaling approximately \$14,639,000,000. Global Crossing has over \$600,000,000 in unrestricted cash and, based on projected cash outflows, anticipated new financing and asset sales, has sufficient cash to fund its chapter 11 case.

### **Jurisdiction**

9. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. § § 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. § § 1408 and 1409.

### **The Retention of Weil, Gotshal & Manges LLP**

10. The Debtors seek court approval pursuant to Bankruptcy Code section 327(a) to employ Weil, Gotshal & Manges LLP (“WG&M”) as their attorneys in connection with the commencement and prosecution of their chapter 11 cases. Pursuant

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<sup>3</sup> These figures are represented on a consolidated basis, including Debtors and non-Debtors.

to section 328(a) of the Bankruptcy Code, the Debtors, as debtors in possession, request that the Court approve the retention of WG&M, under a general retainer, as their attorneys, to perform the extensive legal services that will be necessary during their chapter 11 cases in accordance with WG&M's normal hourly rates in effect when services are rendered and normal reimbursement policies.

11. The Debtors have been informed that Harvey R. Miller, Michael F. Walsh and Paul M. Basta, members of WG&M, and Shai Y. Waisman, Gary D. Ticoll and Jennifer Feldsher, associates of WG&M, as well as other members of, counsel to and associates of WG&M who will be employed in these chapter 11 cases, are members in good standing of, among others, the Bar of the State of New York and the United States District Court for the Southern District of New York. In addition, Christopher Mallon, a member of WG&M as well as other members of, counsel to and associates in WG&M's office in London, United Kingdom, will provide international expertise with respect to matters pertaining to the Debtors' operations in foreign jurisdictions.

12. In addition to WG&M, by separate applications filed contemporaneously herewith, the Debtors are seeking to employ Simpson Thacher & Bartlett ("ST&B") as special corporate, litigation and tax counsel, Appleby Spurling & Kempe ("Appleby") as Bermuda insolvency counsel, Swidler Berlin Shereff Friedman, LLP ("Swidler Berlin") as regulatory counsel of the Debtors and Willkie Farr & Gallagher ("WF&G") as counsel on certain real estate matters and special counsel to the Board of Directors for Global Crossing Ltd. on various matters. The Debtors submit that, because of the extensive services anticipated to be performed in these large and complex chapter 11 cases involving over fifty corporate debtors with operations throughout the world, it is essential

for them to employ such co-attorneys. ST&B's and WF&G's roles will be limited to prevent the inefficient duplication of services.

13. The Debtors have selected WG&M as their attorneys because of the firm's knowledge of the Debtors' businesses and financial affairs and its extensive general experience and knowledge, and in particular, its recognized expertise in the field of debtors' protections and creditors' rights and business reorganizations under chapter 11 of the Bankruptcy Code. WG&M has been actively involved in major chapter 11 cases, including the representation of the debtor(s) in Enron Corp., Bethlehem Steel Corporation, Rhythms NetConnections Inc., Armstrong Worldwide Industries, Sunbeam Corporation, Ames Department Stores, Inc., Genesis Health Services Corp., Carmike Cinemas, Inc., DIMAC Holdings, Inc., Sun Healthcare Group, Inc., Bruno's, Inc., United Companies Financial Corporation, Consolidated Hydro, Inc., Olympia & York Development Limited, Texaco, Inc., Edison Brothers Stores, Inc. (I) and (II), G. Heileman Brewing Company, Inc., R.H. Macy & Co., Inc., Weiner's Stores, Best Products Co., Inc. (I) and (II), P.A. Bergner & Co. Holding Company, Grand Union Corporation and The Drexel Burnham Lambert Group, Inc., among others.

14. In connection with its prepetition representation of the Debtors with respect to the commencement of these chapter 11 cases, WG&M has become familiar with the Debtors' businesses, affairs, and capital structure. Accordingly, WG&M has the necessary background to deal effectively with many of the potential legal issues and problems that may arise in the context of the Debtors' chapter 11 cases. The Debtors believe that WG&M is both well qualified and uniquely able to represent them in their chapter 11 cases in a most efficient and timely manner.

15. Were the Debtors required to retain attorneys other than WG&M in connection with the prosecution of these chapter 11 cases, the Debtors, their estates, and all parties in interest would be unduly prejudiced by the time and expense necessarily attendant to such attorneys' familiarization with the intricacies of the Debtors and their business operations.

16. The employment of WG&M under a general retainer is appropriate and necessary to enable the Debtors to execute faithfully their duties as debtors and debtors in possession and to implement their restructuring and reorganization. Subject to further order of this Court, it is proposed that WG&M be employed to:

- a. take all necessary action to protect and preserve the estates of the Debtors, including the prosecution of actions on the Debtors' behalf, the defense of any actions commenced against the Debtors, the negotiation of disputes in which the Debtors are involved, and the preparation of objections to claims filed against the Debtors' estates;
- b. prepare on behalf of the Debtors, as debtors in possession, all necessary motions, applications, answers, orders, reports, and other papers in connection with the administration of the Debtors' estates;
- c. negotiate and prepare on behalf of the Debtors a plan of reorganization and all related documents thereto; and
- d. perform all other necessary legal services in connection with the prosecution of these chapter 11 cases.

17. It is necessary for the Debtors to employ attorneys under a general retainer to render the foregoing professional services.

18. WG&M has stated its desire and willingness to act in these cases and render the necessary professional services as attorneys for the Debtors and debtors in possession. To the best of the Debtors' knowledge, the members and associates of

WG&M do not have any connection with or any interest adverse to the Debtors, their creditors, or any other party in interest, or their respective attorneys and accountants, except as may be set forth in the affidavit of Michael F. Walsh, a member of WG&M (the “WG&M Affidavit”).

19. WG&M received certain amounts (as set forth in the WG&M Affidavit) from the Debtors as compensation for professional services performed relating to the potential restructuring of the Debtors’ financial obligations and the potential commencement of these chapter 11 cases, and additional amounts (as set forth in the WG&M Affidavit) for the reimbursement of reasonable and necessary expenses incurred in connection therewith. WG&M also has received a retainer fee and an advance against expenses for services to be performed in the preparation for and prosecution of these chapter 11 cases, in the amount disclosed in the WG&M Affidavit, which will be applied to such postpetition allowances of compensation and reimbursement of expenses, respectively, as may be granted by the Court.

20. The Debtors understand that WG&M hereafter intends to apply to the Court for allowances of compensation and reimbursement of expenses in accordance with the applicable provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York for all services performed and expenses incurred after the Commencement Date.

21. Pursuant to section 328(a) of the Bankruptcy Code, the Debtors may retain WG&M on any reasonable terms and conditions. The Debtors submit that the most reasonable terms and conditions are those charged by WG&M to the Debtors and other clients on a daily basis in a competitive market for legal services. Therefore, the Debtors



and WG&M have agreed that WG&M shall be paid its customary hourly rates for services rendered that are in effect from time to time, as set forth in the WG&M Affidavit, and shall be reimbursed according to WG&M's customary reimbursement policies.

22. No trustee, examiner or creditors' committee has been appointed in the Debtors' chapter 11 cases. Notice of this Application has been provided to (i) the Office of the United States Trustee for the Southern District of New York, (ii) the attorneys for the Debtors' prepetition lenders, (iii) the JPLs and their attorneys and (iv) the attorneys for certain of the Debtors' bondholders. The Debtors submit that no other or further notice need be provided.

23. The Debtors' seek approval of the Application on an interim basis in order to provide parties an opportunity to object to the relief requested herein. If the Court approves the Application, and no objections are timely filed, the Debtors' request that the Application be deemed granted on a final basis without further notice or hearing.

24. Pursuant to Local Bankruptcy Rule for the Southern District of New York 9013-1(b), because there are no novel issues of law presented herein, the Debtors respectfully request that the Court waive the requirement that the Debtors file a memorandum of law in support of this Application.

25. No previous application for the relief sought herein has been made to this or any other court.

WHEREFORE the Debtors respectfully request entry of an order granting the relief requested herein and such other or further relief as is just.

Dated: January 28, 2002  
New York, New York

Global Crossing Ltd., et al.  
Debtors and Debtors in Possession

By: /s/ Mitchell C. Sussis  
Mitchell C. Sussis  
Secretary

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Attorneys for Debtors and  
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**UNITED STATES BANKRUPTCY COURT  
 SOUTHERN DISTRICT OF NEW YORK**

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<b>In re</b>	:
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<b>GLOBAL CROSSING LTD., <u>et al.</u>,</b>	:
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<b>Debtors.</b>	:
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**Chapter 11 Case Nos.**

**02- \_\_\_\_ ( ) through**

**02- \_\_\_\_ ( )**

**(Jointly Administered)**

**AFFIDAVIT OF WEIL, GOTSHAL & MANGES LLP AND  
 DISCLOSURE STATEMENT PURSUANT TO BANKRUPTCY  
 CODE SECTIONS 327, 328(a), 329 AND 504 AND FEDERAL  
 RULES OF BANKRUPTCY PROCEDURE 2014(a) AND 2016(b)**

STATE OF NEW YORK                    )  
   )       ss:  
 COUNTY OF NEW YORK                )

Michael F. Walsh, being duly sworn, deposes and says:

1. I am a member of the firm of Weil, Gotshal & Manges LLP (“WG&M” or the “Firm”), a law firm with principal offices at 767 Fifth Avenue, New York, New York 10153; regional offices in Washington, D.C.; Houston and Dallas, Texas; Miami, Florida; and Menlo Park, California; and foreign offices in London, United Kingdom; Budapest,

Hungary; Warsaw, Poland; Brussels, Belgium; Frankfurt, Germany; Prague, The Czech Republic.

2. I submit this affidavit in connection with the application dated January 28, 2002 (the “Application”) of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for approval of the Debtors’ retention of WG&M, their attorneys in the above-captioned chapter 11 cases at their normal hourly rates in effect from time to time and in accordance with their normal reimbursement policies, in compliance with sections 328(a), 329 and 504 of title 11 of the United States Code (the “Bankruptcy Code”), and to provide disclosure required under rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”). Unless otherwise stated in this affidavit, I have personal knowledge of the facts set forth herein. To the extent any information disclosed herein requires amendment or modification upon WG&M’s completion of further review or as additional party-in-interest information becomes available to it, a supplemental affidavit will be submitted to the Court reflecting such amended or modified information.

3. Neither I, WG&M, nor any member, counsel or associate of the Firm represent any entities other than the Debtors in connection with the Debtors’ chapter 11 cases. In addition, except as set forth herein, to the best of my knowledge, after due inquiry, neither I, WG&M, nor any member or counsel, or associate of the Firm represent any party in interest other than the Debtors in these chapter 11 cases.

4. WG&M is a “disinterested person,” as that term is defined in section 101(14) of the Bankruptcy Code.

### **WG&M's Prepetition Relationship with the Debtors**

5. In November 2001, the Debtors engaged WG&M to represent and advise them in connection with a potential restructuring of their financial obligations. At such time, WG&M also began advising the Debtors on various restructuring options, including commencement of these chapter 11 cases. WG&M further advised and assisted the Debtors in preparation of the chapter 11 petitions and various pleadings and documents that are being filed with the Court contemporaneously with this affidavit.

6. WG&M is not a creditor of the Debtors. For the period prior to December 30, 2001, the Debtors have paid WG&M approximately \$800,000 for services performed prior to the commencement of the chapter 11 cases. The precise amount will be determined upon the final recording of all time and expense charges. WG&M has been paid an additional approximately \$2.0 million as a retainer for professional services to be performed and expenses in connection with the prosecution of these chapter 11 cases.

### **WG&M Disclosure Procedures**

7. WG&M has in the past represented, currently represents, and may in the future represent entities that are claimants or interest holders of the Debtors in matters unrelated to the Debtors' pending chapter 11 cases. WG&M, which employs approximately 950 attorneys, has a large and diversified legal practice that encompasses the representation of many financial institutions and commercial corporations. Some of those entities are or may consider themselves to be creditors or parties in interest in the Debtors' pending chapter 11 cases or to otherwise have interests in these cases.

8. In preparing this affidavit, I used a set of procedures developed by WG&M to ensure compliance with the requirements of the Bankruptcy Code and the

Bankruptcy Rules regarding the retention of professionals by a debtor under the Bankruptcy Code (the “Firm Disclosure Procedures”). Pursuant to the Firm Disclosure Procedures, I performed, or caused to be performed, the following actions to identify the parties relevant to this affidavit and to ascertain WG&M’s connection to such parties:

- a. A comprehensive list of the types of entities who may have contacts with the Debtors was developed through discussions with the WG&M attorneys who have provided services to the Debtors and in consultation with senior management of the Debtors (the “Retention Checklist”), a copy of which is annexed hereto as Exhibit A.
- b. Using the Retention Checklist, the information provided by the Debtors, and additional information identified by WG&M, a list of the names of entities who may be parties in interest to these chapter 11 cases (the “Potential Parties In Interest”) was assembled.
- c. WG&M compared each of the Potential Parties In Interest to the names that WG&M has compiled into a master client database from its conflict clearance and billing records, comprised of the names of the entities for which any attorney time charges have been billed since the database was first created approximately twenty-three years ago (the “Client Database”). The Client Database includes the name of each current or former client, the name of the parties who are or were related or adverse to such current or former client, and the names of the WG&M personnel who are or were responsible for current or former matters for such client.
- d. Any matches between the Client Database and the list of Potential Parties In Interest were identified (the “Client Match List”), together with the names of the respective WG&M personnel responsible for current or former matters for the entities on the Client Match List.
- e. An attorney then reviewed the Client Match List and deleted obvious name coincidences and individuals or entities that were adverse to WG&M’s clients in both this matter and the matter referenced on the Client Match List. The remaining client connections with regard to which WG&M had represented the

client within the last two years were compiled for purposes of this Affidavit.

- f. In addition, a general inquiry to all WG&M personnel (attorneys and staff) was sent by electronic mail to determine whether (i) any such individual or immediate family member holds any claims against, or stock of, the Debtors, and (ii) any such individuals were ever employed by the Debtors. Responses were received by approximately 15 individuals who own, in the aggregate, approximately 8,800 shares of Global Crossing Ltd. stock. As of November 1, 2001, there were 910,668,000 shares of common stock of Global Crossing Ltd. outstanding. These individuals do not currently, and will not in the future, do work in connection with these chapter 11 cases.

**WG&M's Connections with Parties in Interest  
in Matters Unrelated to these Chapter 11 Cases**

9. Any client connections with regard to which WG&M had represented the client within the last two years were reviewed by an attorney working under my supervision and from such review it was determined that, in respect of each connection between WG&M and such parties, WG&M does not hold or represent an interest that is adverse to the Debtors' estates, and that WG&M is a "disinterested person" as such term is defined in section 101(14) of the Bankruptcy Code for the reasons discussed below.

10. WG&M previously has represented, currently represents, and may represent in the future the entities described below (or their affiliates), in matters totally unrelated to the Debtors.

<b>Matched Entity</b>	<b>Relationship to Debtors</b>	<b>Relationship to WG&amp;M</b>
360networks Inc.	Litigation Party	Current Client
ABN AMRO Bank	Lender	Current Client
AEGON	Lender	Current Client
Allstate	Affiliate is a Lender	Current Client
American Express Asset Managmeent	Lender	Current Client
Avaya	Vendor	Current Client
Avon Inc.	Affiliate of Outside Director	Current Client
BAIN Capital Inc.	Lender	Current Client
Banc One	Creditor	Current Client
Bank of Hawaii	Lender	Current Client
Bank of Montreal	Lender	Current Client
Bank of New York	Lender	Current Client
Bank of Nova Scotia	Lender	Current Client
Bank of Scotland	Lender	Current Client
Bank of Tokyo	Lender	Current Client
BankAmerica	Lender	Current Client
Barclays Bank	Lender	Current Client
Bayerische Landesbank	Lender	Current Client
Bell Atlantic Nynex Mobile	Vendor	Current Client



<b>Matched Entity</b>	<b>Relationship to Debtors</b>	<b>Relationship to WG&amp;M</b>
Bellsouth	Vendor; Litigation Party	Current Client
BHF Bank	Lender	Current Client
Brownstein, Hyatt & Farber	Partner is Director	Formerly Related to a Client
Canadian Imperial Bank of Commerce	Underwriter or Agent	Current Client
Cendant Corporation	Affiliate of Outside Director	Current Client
Centre Pacific	Lender	Related to Current Client
Chase Manhattan Bank	Lender; Underwriter	Current Client
CIBC Oppenheimer	Lender; Underwriter	Current Client
Cisco Systems Inc.	Strategic Partner	Current Client
Citibank	Lender; Underwriter	Current Client
City National Bank	Lender	Current Client
Clifford Chance	Clifford Chance Securities Limited – Member of Board	Current Client
CNet	Affiliate of Outside Director	Related to Current Client
CompUSA, Inc.	Litigation Party	Current Client
Credit Lyonnais	Lender	Current Client
Credit Suisse Asset Management Group	Lender	Current Client
Credit Suisse First Boston	Affiliate of a Lender	Current Client

<b>Matched Entity</b>	<b>Relationship to Debtors</b>	<b>Relationship to WG&amp;M</b>
Dai Ichi Kangyo Bank Ltd	Lender	Current Client
Denmark Military Equipment Company	Litigation Party	Related to Current Client
Deutsche Bank Alex Brown	Lender; Underwriter	Current Client
Dresdner Kleinwort Wasserstein	Lender	Current Client
E.W. Scripps	Affiliate of Outside Director	Current Client
EMC Corporation	Strategic Partner	Current Client
Ericsson UK	Litigation Party	Parent is Current Client
Erste Bank	Lender	Current Client
Falck	Vendor	Related to Former Client
FleetBoston	Lender	Current Client
Franklin Advisors Inc.	Lender	Current Client
Fuji Bank Ltd.	Lender	Current Client
General Electric Capital Corp.	Lender	Current Client
General Reinsurance – New England Asset Management	Lender	Current Client.
Goldman Sachs & Co.	Lender; Underwriter; Advisor to Prospective Investor	Current Client
GTE Airfone	Vendor	Current Client
GTS Carrier Services	Vendor	Related to Current Client

<b>Matched Entity</b>	<b>Relationship to Debtors</b>	<b>Relationship to WG&amp;M</b>
Hitachi	Affiliate is Strategic Partner	Current Client
Hypo Vereinsbank	Lender	Current Client
Iberdrola Redes SA	Vendor	Affiliate of Current Client
IBJ Schroder Bank & Trust	Lender	Current Client
ICA Fluor Daniel S.D.	Vendor	Affiliate of Current Client
Imperial Credit Industries	Lender	Current Client
ING Capital Advisors	Lender	Current Client
Intermedia Partners	Affiliate of Outside Director	Related to Former Client
JP Morgan Chase	Lender	Current Client
KBC	Lender	Current Client
KBC Bank	Lender	Current Client
KPN	Vendor	Related to an Affiliate of Current Client
Kreditanstalt Fur Wiederaufbau	Lender	Current Client
Kreditanstalt Fur Wiederaufbbau	Lender	Current Client
Lazard Freres & Co. LLC	Advisor to Asia Global Crossing	Affiliate of Current Client
Leumi & Co.	Affiliate is a Lender	Current Client
Louis Dreyfus	Vendor	Current Client

<b>Matched Entity</b>	<b>Relationship to Debtors</b>	<b>Relationship to WG&amp;M</b>
Manufacturer's Hanover Trust Company	Indenture Trustee for Bondholders	Current Client
MCI Communications Corporation	Affiliate of Outside Director	Related to Current Client
Merrill Lynch Asset Management	Lender; Underwriter	Current Client
Merrill Lynch Pierce Fenner Smith	Lender; Advisor to Prospective Investor	Current Client
Microsoft Corporation	Significant Stockholder	Current Client
Mitsubishi Trust & Banking	Lender	Current Client
Morgan Stanley Dean Witter	Lender	Current Client
Morgan Stanley Dean Witter Advisors	Lender	Current Client
National Cable Televisions Assoc.	Affiliate of Outside Director	Current Client
Oppenheimer Funds, Inc.	Lender	Current Client
Pacific Century Cyberworks	Vendor	Current Client
Pioneer Management	Landlord	Affiliate of Current Client
PPM America Inc.	Lender	Former Client
Qwest Communications	Litigation Party	Current Client
Rabobank Nederland	Lender	Current Client
Royal Bank of Canada	Lender	Current Client
Salomon Smith Barney, Inc.	Underwriter or Agent	Current Client

<b>Matched Entity</b>	<b>Relationship to Debtors</b>	<b>Relationship to WG&amp;M</b>
Siemens	Vendor	Related to Current Client
Societe Generale	Creditor	Current Client
Southwestern Bell Telephone Company	Litigation Party	Current Client
Stanfield Capital	Lender	Former Client
Starwood Hotels & Resorts	Affiliate of Outside Director	Current Client
Sumitomo Bank Ltd.	Affiliate is a Lender	Current Client
Swisscom AG	Vendor	Related to Current Client
TCI Music Inc.	Affiliate of Outside Director	Related to Current Client
TD Waterhouse Group, Inc.	Affiliate of Outside Director	Current Client
Tele-Communications, Inc.	Affiliate of Outside Director	Current Client
Telia	Vendor	Current Client
Textron Financial Corporation	Lender	Current Client
The Carlyle Group	Affiliate of Outside Director	Current Client
Toronto Dominion Bank	Lender	Current Client
Travelers Casualty and Surety Company of America	Litigation Party	Current Client
Travelers Companies	Lender	Current Client

<b>Matched Entity</b>	<b>Relationship to Debtors</b>	<b>Relationship to WG&amp;M</b>
UBS Warburg	Lender	Current Client
United States Trust Company of New York	Indenture Trustee for Bondholders	Current Client
Verizon Public Communications	Litigation Party	Current Client
Wachovia Bank	Creditor	Current Client
Washington Mutual Inc.	Creditor	Current Client
Washington Mutual Insurance	Creditor	Current Client
West LB	Underwriter	Current Client
Westdeutsche Landesbank	Creditor	Current Client
Yahoo!, Inc.	Affiliate of Outside Director	Current Client

11. In addition to the entities identified above, the following entities either (i) have a name similar to a client in the Client Database, or (ii) are or may be related to a client (collectively, the “Potential Clients”). After a diligent effort, WG&M was unable to determine whether the similarity of names was in fact a name coincidence or whether, and to what extent, the Potential Client is related to a client in the Client Database. However, out of an abundance of caution, WG&M has confirmed that, similar to the clients identified above, WG&M does not represent any of the Potential Clients in matters related to the Debtors’ chapter 11 cases.

<b>Matched Entity</b>	<b>Relation to Debtors</b>	<b>Relation to WG&amp;M</b>
Acterna	Vendor	May be Related to a Client
Alcatel SA	Creditor	May be Related to a Client
Alliance Capital	Lender	May be Related to a Client
Bennet Management Corporation	Lender	May be Related to a Client
Credit Agricole Indosuez	Affiliate is a Lender	May be Related to a Client
Crescent Real Estate Services Inc.	Landlord	May be Related to a Client
Cypress Tree Investment Inc.	Lender	May be an Affiliate of a Client
Gulf International Bank	Lender	May be Related to a Client
IBM Credit Corporation	Lender	May be Related to a Client
IDB Communications Group, Inc.	Lender	May be Related to a Client
IDX Corporation	Affiliate of Outside Director	May be Related to a Client
Invesco Real Estate Advisors Ltd.	Lender	May be Related to a Client
Key Bank	Lender	May be Related to a Client
PIMCO Holdings LP	Lender	May be an Affiliate of a Client
Simpson Thacher & Bartlett	Retained Professional	May be Related to a Client
Softbank	Significant Stockholder	May be Related to a Client

<b>Matched Entity</b>	<b>Relation to Debtors</b>	<b>Relation to WG&amp;M</b>
Stadtwerke Munchen Gmbh	Vendor	May be an Affiliate of a Client
Telefonica S.A.	Affiliate of Outside Director	May be Related to a Client
Tesco	Vendor	May be an Affiliate of a Client
Trust Company of the West (TCW)	Lender	May be Related to a Client
Tyco	May be an affiliate of a Litigation Party	Current Client
Van Kampen	Lender	May be Related to a Client
Zurich Financial Services	Affiliate of Lender	May be Related to a Client

12. To the best of my knowledge and information, the annual fees for each of the last two years paid to WG&M by each of the entities listed above did not exceed 1.5% of the annual gross revenue of WG&M other than General Electric Capital Corp., which accounted for over 2% of such gross revenues.

13. In addition to the above entities, WG&M represents infomart new york, llc (“Infomart”). Infomart is comprised of several members, including, Goldman Sachs & Co. (“Goldman”), a current client of WG&M. An affiliate of the Debtors and a subsidiary of Exodus Communications, Inc., itself a subsidiary of the Debtors (collectively, the “Exodus Entity”), leases nonresidential real property from Infomart (the “Lease”). Global Crossing, Ltd. guarantees the obligations of the Exodus Entity in respect to the Lease. On September 26, 2001, Exodus Communications, Inc. and certain



of its subsidiaries and affiliates, including the Exodus Entity, commenced cases under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “Exodus Chapter 11 Cases”). Global Crossing Ltd. has continued, on a month to month basis, to pay the obligations of the Exodus Entity under such Lease. In addition, pursuant to an order of the United States Bankruptcy Court for the District of Delaware, Global Crossing Ltd. has the right to direct the Exodus Entity to assume and assign the Lease for the benefit of any party chosen by Global Crossing Ltd. in its sole discretion. WG&M was retained by Infomart to represent it in connection with the refinancing of its nonresidential real property. Since the commencement of the Exodus Chapter 11 Cases, WG&M has consulted Infomart on the Exodus Chapter 11 Cases, including issues related to the Lease, the guarantee and the Exodus Entity. WG&M will continue to represent Goldman in matters unrelated to Goldman’s claims in these cases, but WG&M will not represent Infomart or Goldman in any matters adverse to the Debtors. In connection with the Exodus matters generally, the Debtors’ have been, and will continue to be, represented by Willkie, Farr & Gallagher.

14. WG&M serves as special corporate counsel to Nextwave Telecom, Inc. and its affiliates in their chapter 11 cases. Pacific Capital Group, a private equity fund in which the Chairman of Global Crossing’s board is a principal, and Global Crossing, entered into subscription agreements with Nextwave to purchase preferred stock in Nextwave. WG&M represented Nextwave in connection with such subscription agreements. Pacific Capital Group objected to Nextwave’s proposed disclosure statement and proposed break-up fee to new investors based upon its subscription

agreements. WG&M does not represent Pacific Capital Group. Global Crossing has not objected in the NextWave proceeding.

15. WG&M has also represented Leo J. Hindery, a former director who also served as chief executive officer of Global Crossing Ltd. for approximately one year, in connection with issues relating to his prior employment with Global Crossing Ltd. Mr. Hindery is no longer employed by the Debtors. WG&M continues to represent Mr. Hindery in connection with certain personal matters unrelated to the assertion of claims in these cases.

16. Additionally, WG&M has represented, and may currently represent, entities which hold certain of the Debtors' debt in beneficial accounts on behalf of unidentified parties. However, these entities maintain no direct financial stake in the Debtors' economic performance. Such institutions include Advest, Inc.; AG Edwards and Co.; Bear Stearns & Co.; Charles Schwab & Co.; Donaldson Lufkin & Jenrette; E\*Trade; Janney Montgomery Scott Inc.; Mesirow Europe Ltd.; MSDW Inc.; National Financial Services; Prudential Securities; UBS PaineWebber; and USCC/FSI.

17. Because distressed bank and note debt is actively traded in the commercial markets, WG&M may be unaware of the actual holder of such debt at any given moment. Because WG&M represents in unrelated matters numerous entities that may buy and sell distressed debt of chapter 11 debtors, out of an abundance of caution, I am listing here many such entities represented by WG&M: Salomon Smith Barney, Donaldson Lufkin Jenrette, JP Morgan/Chase Manhattan Bank, Bank of America, Bay Harbour Management, Mackay Shields, Perry Corporation, Whipporwill Associates, Teachers Insurance Company, Elliott Associates, Morgens Waterfall Vintiades & Co., Oaktree

Associates, Argent Capital, AIG Corporation, Leucadia Corporation, Halcyon Management Co., Bennett Management Co., Resurgence Asset Management Co., and M.D. Sass & Co. Generally, WG&M does not represent any of such entities in connection with the purchase or sale of distressed debt.

18. WG&M has not, does not, and will not represent any of the aforementioned entities or their respective affiliates or subsidiaries, except as stated above, in matters related to the Debtors or their chapter 11 cases.

19. Contemporaneously herewith the Debtors have filed applications for authority to employ the law firms of Simpson Thacher & Bartlett (“ST&B”) as the Debtors’ special corporate, litigation and tax counsel, Appleby Spurling & Kempe (“Appleby”) as the Debtors’ Bermuda insolvency counsel, Swidler Berlin Shereff Friedman, LLP (“Swidler Berlin”) as the Debtors’ regulatory counsel and Willkie Farr & Gallagher (“WF&G”) as counsel on certain real estate matters and special counsel to the Board of Directors for Global Crossing Ltd. on various matters. To the extent issues may arise which would cause the Debtors’ to be adverse to any of WG&M’s clients such that it would not be appropriate for WG&M to represent the Debtors with respect to such matters, ST&B or WF&G or another firm will be retained to represent the Debtors’ with respect to such matters.

20. WG&M will continue to apply the Firm Disclosure Procedures as additional information concerning entities having a connection with the Debtors is developed and will file appropriate supplemental disclosure with the Court.

### **WG&M's Rates and Billing Practices**

21. WG&M's current customary hourly rates, subject to change from time to time, are \$375 to \$700 for members and counsel, \$165 to \$440 for associates and \$50 to \$175 for paraprofessionals in our United States offices.

22. WG&M's disbursement policies pass through all out of pocket expenses at actual cost or at estimated actual cost when the actual cost is hard to determine. These expenses include facsimiles, toll calls, overtime, overtime meals, computerized research, deliveries, court costs, transcript fees, travel, clerk fees, and other expenses.

23. No promises have been received by WG&M or any member, counsel or associate thereof as to payment or compensation in connection with these cases other than in accordance with the provisions of the Bankruptcy Code. WG&M has no agreement with any other entity to share with such entity any compensation received by WG&M or by such entity.

24. The Debtors' Application requests, pursuant to section 328(a) of the Bankruptcy Code, approval of their retention of WG&M on rates, terms and conditions consistent with what WG&M charges non-chapter 11 debtors, namely, prompt payment of its hourly rates as adjusted from time to time and reimbursement of out-of-pocket disbursements at cost or based on formulae that approximate the actual cost where the actual cost is not easily ascertainable. Subject to these terms and conditions, WG&M intends to apply pursuant to section 330 of the Bankruptcy Code for allowances of compensation for professional services rendered in these chapter 11 cases and for reimbursement of actual and necessary expenses incurred in connection therewith.

25. As noted earlier, WG&M understands that the Debtors will seek to retain ST&B, Appleby, Swidler Berlin and WF&G as counsel in connection with the Debtors' chapter 11 cases. WG&M, ST&B, Appleby, Swidler Berlin, and WF&G intend to carefully coordinate their efforts and clearly delineate their respective duties so as to prevent duplication of effort whenever possible. Rather than resulting in any extra expense to the Debtors' estates, it is anticipated that the efficient coordination of efforts of the Debtors' attorneys will greatly add to the progress and effective administration of these chapter 11 cases.

26. The foregoing constitutes the statement of WG&M pursuant to sections 327(a), 328(a), 329, and 504 of the Bankruptcy Code and Bankruptcy Rules 2014(a) and 2016(b).

Dated: January 27, 2002  
New York, New York

/s/ Michael F. Walsh  
Michael F. Walsh  
A Member of the Firm

Sworn to and subscribed before me, a notary public for the State of New York, County of New York, this 27th day of January, 2002.

/s/ Maria Toy  
Notary Public

Notary Public, State of New York  
No. 02-T06043573  
Qualified in New York County  
Commission Expires June 19, 2002

## EXHIBIT A

### Global Crossing Entities

1. Atlantic Crossing Holdings Ltd. (Bermuda)
2. Atlantic Crossing Holdings U.K. Limited (U.K.)
3. Atlantic Crossing Ltd. (Bermuda)
4. GC Pan European Crossing Holdings B.V. (Netherlands)
5. GC Pan European Crossing Luxembourg I S.a.r.l. (Luxembourg)
6. GC Pan European Crossing Luxembourg II S.a.r.l. (Luxembourg)
7. Global Crossing Cyprus Holdings Limited (Cyprus)
8. Global Crossing Holdings Ltd. (Bermuda)
9. Global Crossing Holdings U.K. Limited (U.K.)
10. Global Crossing International Ltd. (Bermuda)
11. Global Crossing Ltd. (Bermuda)
12. Global Crossing Network Center Ltd. (Bermuda)
13. Mid-Atlantic Crossing Holdings Ltd. (Bermuda)
14. Mid-Atlantic Crossing Ltd. (Bermuda)
15. Pan American Crossing Holdings Ltd. (Bermuda)
16. Pan American Crossing Ltd. (Bermuda)
17. Pan American Crossing U.K. Ltd. (U.K.)
18. South American Crossing Holdings Ltd. (Bermuda)
19. ALC Communications Corporation (DE)
20. Budget Call Long Distance, Inc. (DE)
21. Business Telemanagement, Inc. (CA)
22. GC Dev. Co., Inc. (DE)
23. GC Mart LLC (MI)
24. GC Pacific Landing Corp (DE)
25. GC St. Croix Co. (USVI)
26. Global Crossing Advanced Card Services, Inc. (LA)
27. Global Crossing Bandwidth, Inc. (CA)
28. Global Crossing Billing, Inc. (MI) (f/k/a/ Frontier Billing Corp.)
29. Global Crossing Development Co. (DE)
30. Global Crossing Employee Services, Inc. (DE)
31. Global Crossing GlobalCenter Holdings, Inc. (DE)
32. Global Crossing Government Markets USA, Inc. (DE)
33. Global Crossing Holdings USA LLC (DE)
34. Global Crossing Internet Dial-Up, Inc. (DE)
35. Global Crossing Latin America & Caribbean Co. (DE)
36. Global Crossing Local Services, Inc. (MI)
37. Global Crossing Management Services, Inc. (DE)
38. Global Crossing North America, Inc. (NY)
39. Global Crossing North American Holdings, Inc. (DE)
40. Global Crossing North American Networks, Inc. (DE)
41. Global Crossing Telecommunications, Inc. (MI)

42. Global Crossing Telemanagement VA, LLC (VA)
43. Global Crossing Telemanagement, Inc. (WI)
44. Global Crossing USA Inc. (DE)
45. Global Crossing Ventures, Inc. (DE)
46. GT Landing Corp. (DE)
47. GT Landing II Corp. (DE)
48. IXNet, Inc. (DE)
49. MAC Landing Corp. (DE)
50. Metaclorin Investco II, Inc. (DE)
51. PAC Landing Corp. (DE)
52. Subsidiary Telco, LLC (DE)
53. US Crossing, Inc. (DE)
54. Equal Access Networks, LLC (DE)
55. Atlantic Crossing II Ltd. (Bermuda)
56. GC Pan European Crossing UK Limited (UK)
57. Global Crossing Venezuela B.V. (Netherlands)
58. AGC Bandwith USA, Inc. (DE)
59. AGC Hungary Holdings Property Management LLC (Hungary)
60. Asia Global Crossing (Singapore) Pte Ltd. (Singapore)
61. Asia Global Crossing Asia Pacific Commercial Ltd. (Hong Kong)
62. Asia Global Crossing Asia Pacific Limited (Hong Kong)
63. Asia Global Crossing Australia Pty Ltd. (Australia)
64. Asia Global Crossing Development Company (US)
65. Asia Global Crossing Holdings China Ltd. (Bermuda)
66. Asia Global Crossing Hong Kong Limited (Hong Kong)
67. Asia Global Crossing IPC Trading Systems Australia Pty Ltd. (Australia)
68. Asia Global Crossing Ireland Limited (Ireland)
69. Asia Global Crossing Japan Corporation (Japan)
70. Asia Global Crossing Korea (Korea)
71. Asia Global Crossing Ltd. (Bermuda)
72. Asia Global Crossing Sdn. Bhd. (Malaysia)
73. Asia Global Crossing Taiwan, Inc. (Taiwan)
74. Bazisco Limited (Cyprus)
75. Business Networks of New York, Inc. (DE)
76. DACOM Crossing Corporation (Korea)
77. EAC Japan Ltd. (Japan)
78. EAC UK Holdings Ltd. (UK)
79. East Asia Crossing 2 Ltd. (Bermuda)
80. East Asia Crossing Korea (Korea)
81. East Asia Crossing Ltd. (Bermuda)
82. East Asia Crossing Philippines, Inc. (Philippines)
83. East Asia Crossing Taiwan Inc. (Taiwan)
84. GC Hungary Holdings Property Management Limited Liability Company (Hungary)
85. GC Landing Co. GmbH
86. GC Pan European Crossing Belgie b.v.b.a. (Belgium)

87. GC Pan European Crossing Czech s.r.o. (Czech Republic)
88. GC Pan European Crossing Danmark ApS (Denmark)
89. GC Pan European Crossing Espana S.L. (Spain)
90. GC Pan European Crossing France s.a.r.l. (France)
91. GC Pan European Crossing Italia s.r.l. (Italy)
92. GC Pan European Crossing Nederland B.V. (Netherlands)
93. GC Pan European Crossing Networks B.V. (Netherlands)
94. GC Pan European Crossing Norge AS (Norway)
95. GC Pan European Crossing Osterreich GmbH (Austria)
96. GC Pan European Crossing Slovakia s.r.o. (Slovak Republic)
97. GC Pan European Crossing Sverige A.b. (Sweden)
98. GC Pan European Crossing Switzerland GmbH (Swiss)
99. GC Pan European Crossing Deutscheland GmbH (Germany)
100. GC SAC Argentina S.R.L. (Argentina)
101. GC Trading GmbH (Austria)
102. GC UK Holding Ltd. (UK)
103. GCT Pacific Holdings Ltd. (Bermuda)
104. General Offshore (UK) Limited (UK)
105. Geoconference Limited (UK)
106. Global Crossing (Bidco) Limited (UK)
107. Global Crossing (Holdco) Limited (UK)
108. Global Crossing (UK) Internet Services Limited (UK)
109. Global Crossing (UK) Telecommunications Limited (UK)
110. Global Crossing (UK) Telecommunications Networks Limited (UK)
111. Global Crossing Asia Holdings Ltd. (Bermuda)
112. Global Crossing Belgie b.v.b.a. (Belgium)
113. Global Crossing Communications International Limited (UK)
114. Global Crossing Conferencing Limited (UK)
115. Global Crossing Conferencing-Canada, Ltd. (Canada)
116. Global Crossing Danmark ApS (Denmark)
117. Global Crossing Deutschland GmbH (Germany)
118. Global Crossing Espana S.L. (Spain)
119. Global Crossing Europe Limited (UK)
120. Global Crossing France SAS (France)
121. Global Crossing Holdings II Ltd. (Bermuda)
122. Global Crossing Intellectual Property Ltd. (Bermuda)
123. Global Crossing Intermediate UK Holdings Limited
124. Global Crossing Investments Ltd. (Bermuda)
125. Global Crossing Ireland Limited (formerly Danbytec, Ltd.) (Ireland)
126. Global Crossing Italia s.r.l. (Italy)
127. Global Crossing IXnet EMEA Holdings Limited (U.K)
128. Global Crossing Japan Corporation (Japan)
129. Global Crossing Landing Mexicana, S. de R.L. de C.V. (Mexico)
130. Global Crossing Marketing (UK) Limited (UK)
131. Global Crossing Mexicana S. de R.L. de C.V. (Mexico)



132. Global Crossing Nederland B.V. (Netherlands)
133. Global Crossing Network Center (UK) Ltd. (UK)
134. Global Crossing Norge AS (Norway)
135. Global Crossing Panama Inc. (SA) (Panama)
136. Global Crossing Portfolio Holdings Ltd. (Bermuda) (f/k/a Global Crossing Landing Holdings Ltd.)
137. Global Crossing Services Europe Limited (Ireland)
138. Global Crossing Services Ireland Limited (Ireland)
139. Global Crossing Servicios, S. de R.L. de C.V. (Mexico)
140. Global Crossing Sverige AB
141. Global Crossing Switzerland GmbH (Switzerland)
142. Global Crossing Telecommunications-Canada, Ltd. (Ontario)
143. Global Crossing Worldwide Customer Help Desk Canada Ltd. (Canada)
144. Global Marine (Americas) Systems (DE)
145. Global Marine Cable Systems Pte Limited (Singapore)
146. Global Marine Holdings, Bermuda, Ltd. (Bermuda)
147. Global Marine Systems (Bermuda) Limited (Bermuda)
148. Global Marine Systems (Depots) Ltd. (Canada)
149. Global Marine Systems (Federal) Inc. (DE)
150. Global Marine Systems (Guernsey) Limited (Guernsey, C.I.)
151. Global Marine Systems (Investments) Ltd. (UK)
152. Global Marine Systems (Japan) Ltd. (Japan)
153. Global Marine Systems Limited (UK)
154. Global Marine Systems Pension Trustee Limited (UK)
155. GlobalCenter Japan Corporation (Japan)
156. GlobalCenter Japan Holdings Ltd. (Bermuda)
157. GMS Guernsey Pension Trustee Ltd. (Guernsey, C.I.)
158. GT Netherlands B.V. (Netherlands)
159. GT U.K. Ltd. (UK)
160. GX Information Systems, Inc. (DE)
161. Harmstrof Submarine Systems Sdn Bhd (Malaysia)
162. HNG Corp. (DE)
163. International Exchange Network GmbH (Germany)
164. International Exchange Network SAS (France)
165. International Exchange Networks (Mexico) S.A. de C.V. (Mexico)
166. International Exchange Networks, Ltd. (DE)
167. IPC Funding Corp. (DE)
168. IPC Information Systems Asia Pacific, Limited (Hong Kong)
169. IPC Information Systems Canada, Inc. (Canada)
170. IPC Information Systems Far East Inc. (DE)
171. IPC Information Systems U.K.
172. IPC Information Systems, Inc. (DE)
173. IPC UK Holdings Limited (UK)
174. IPC UK SPC Limited (UK)
175. IXnet (Singapore) Ptc., Ltd. (Singapore)

176. IXnet (South Africa) (Proprietary) Ltd. (South Africa)
177. IXnet Brasil Comercio e Participacoes Ltda. (Brazil)
178. IXnet Hong Kong Ltd. (Hong Kong)
179. IXnet Japan, K.K. (Japan)
180. IXnet Korea Ltd. (Korea)
181. Ixnet Taiwan Ltd. (Taiwan)
182. IXnet Telecommunications Japan K.K. (Japan)
183. IXnet UK Limited (UK)
184. IXnet, Inc. (DE)
185. Mid-Atlantic Crossing Holdings UK Ltd. (UK)
186. MXnet, Inc. (DE)
187. PAC Panama Ltd. (Bermuda)
188. Pacific Crossing Holdings Ltd. (Bermuda)
189. Pacific Crossing Ltd. (Bermuda)
190. Pacific Crossing UK Ltd. (UK)
191. PC Landing Corp. (DE)
192. PCL Japan Ltd. (Japan)
193. PT Macasar Indonesia (Indonesia)
194. Racal Telecommunications Inc. (DE)
195. SAC Brasil Holding Ltda. (Brazil)
196. SAC Brasil Ltda. (Brazil)
197. SAC Brazil (Backhaul) Ltd. (Bermuda)
198. SAC Chile S.A. (Chile)
199. SAC Columbia Ltda. (Columbia)
200. SAC Panama Landing Ltd. (Bermuda)
201. SAC Panama S.A. (Panama)
202. SAC Peru S.R.L. (Peru)
203. Saturn Global Network Services (UK) Ltd. (UK)
204. Saturn Global Network Services Holdings Limited (UK)
205. SCS (Bermuda) Ltd. (Bermuda)
206. South American Crossing (Backhaul) Ltd. (Bermuda)
207. South American Crossing (Subsea) Ltd. (Bermuda)
208. South American Crossing Holdings (Backhaul) Ltd. (Bermuda)
209. South American Crossing Holdings (Subsea) Ltd. (Bermuda)
210. South American Crossing Holdings Ltd. (Bermuda)
211. South American Crossing Ltd. (Bermuda)
212. StarHub Crossing Pte. Ltd. (Singapore)
213. SubServ Limited (UK)
214. SubServ Pro Limited (UK)
215. System Programming and Network Computing, Inc. (DE)
216. V Band Corporation (DE)
217. Vibro Einspultechnik Duker und Wasserbrau GmbH (Germany)

**Officers, Directors & Other Insiders (Current & Former up to 3 years)**

1. **Gary Winnick** - Chairman of the Board and Director; Chairman of Executive Committee
2. **Lodwick M. Cook** – Co-Chairman of the Board and Director; Chairman, Global Marine Systems; Chairman of Nominating Committee and member of Executive Committee
3. **Mark Attanasio** - Director; Member of Compensation and Executive Committees
4. **Norman Brownstein** - Director; Member of Nominating Committee
5. **Joseph P. Clayton** - Director; Vice Chairman of the Board
6. **William S. Cohen** - Director; Member of Audit, Compensation and Nominating Committees
7. **Steven J. Green** - Director; Member of Executive Committee
8. **Eric Hippeau** - Director; Chairman of Audit Committee and member of Nominating Committee
9. **Geoffrey J.W. Kent** - Director; Chairman of Compensation Committee
10. **Maria Elena Lagomasino** - Director; Member of Audit Committee
11. **John J. Legere** - Director; Chief Executive Officer; Chief Executive Officer of Asia Global Crossing Ltd.
12. **Dan J. Cohrs** – Executive Vice President and CFO
13. **Thomas J. Casey** - CEO
14. **William E. Conway, Jr** - Director
15. **Jose Antonio Rios**, President Global Crossing Int'l, Global Crossing Ltd.
16. **Gary A. Cohen** - President and Chief Operating Officer, Global Crossing Solutions
17. **John L. Comparin** - Executive Vice President, Human Resources S. Wallace
18. **S. Wallace Dawson, Jr** - Executive Vice President, Global Network
19. **James C. Gorton** - Executive Vice President & General Counsel
20. **Joseph P. Perrone** - Executive Vice President, Finance
21. **David A. Walsh** - President & Chief Operating Officer
22. **James F. McDonald** - Compensation Committee of our Board of Directors
23. **Douglas McCorkindale** - Compensation Committee of our Board of Directors
24. **Robert Annunziata**
25. **Leo J. Hindery**
26. **Chris Nash** – Senior VP Corporate Development
27. **Carl Grivner** – Executive VP Global Operations
28. **Patrick Joggerst** – Executive VP, Carrier Sales and Marketing
29. **Margaret Lockwood** – Senior VP Business Sales and Marketing
30. **James Cali** – Senior VP Product Management
31. **Gerald Santos** – Senior VP Corporate Communications
32. **Barry A. Crozier** – VP ALC Communications Corp.
33. **Barbara J. LaVerdi** – Secretary
34. **James G. Dole** – Treasurer
35. **Patricia F. Genzel** – Assistant Secretary
36. **Richard N. Kappler** – Assistant Treasurer
37. **James M. Demitrius** – President ALC Communications

38. **Robert A. King** – CFO ALC Communications
39. **Mitchell C. Sussis** – VP
40. **Joseph S. Tesoriero** – VP
41. **Lorraine Dean** – Secretary VP
42. **Ian McLean** – President
43. **Deryck Winch** – CFO
44. **Susan E. Dullabh** – Treasurer
45. **Gary Julien** – VP GC Development Co.
46. **Glen Tobias** – VP GC Development Co.
47. **Kevin Voong** – Assistant Treasurer
48. **Robert A. Klug** – CFO
49. **Marc A. Aron** – VP, Assistant Secretary
50. **Jeff Cohen** – VP, Assistant Secretary
51. **Juan R. Garcia** – VP
52. **Joseph Guzman** – COO
53. **Kelly Lynch**
54. **D. Rhett Brandon** – VP & Acting General Counsel
55. **Douglas H. Molyneux** – VP Global Crossing Network Center Ltd.
56. **Donald C. Salerno** – President Global Crossing Network Center Ltd
57. **Bernard Keogh** – Secretary
58. **David Walsh** – President Global Crossing Telecomm. Inc.
59. **Clifford Chance Secretaries Limited**
60. **Todd Putnam** – President GX Information Systems, Inc., Global Crossing Billing, Inc.
61. **Sherri L. Cook** – President
62. **Roy Olofson** – Secretary
63. **Dawn Steehler** – President Global Crossing Advanced Card
64. **Brian Fink** – VP Global Crossing Billing
65. **John M. McDuffie** – President/Treasurer Global Crossing Government Markets USA
66. **Ernest J. Tiberino, III** – VP/Secreatry Global Crossing Government Markets
67. **Colleen O’Keefe** – Senior Vice President Global Customer Service
68. **Dan Wagner** – President of Global Crossing Europe
69. **William Adiletta** - Officer
70. **Mike Markley** - Officer
71. **John McShane** - Officer
72. **Justin O’Neil** - Officer
73. **John Scanlon** – Officer
74. **Barry Porter**

### **Affiliations of Outside Directors**

1. @Home (or “At Home”)
2. Abercrombie & Kent Group
3. American Israel Public Affairs Committee
4. AT&T
5. Avon Products, Inc.
6. Belfint, Lyons & Shuman
7. Brown University Third Century Fund
8. Brownstein Hyatt & Farber, P.C.
9. Cable in the Classroom
10. Cendant Corporation
11. Center for international Policy and Commerce
12. Chase Manhattan Bank
13. CNet
14. Continental Airlines, Inc.
15. Copley, Clark & Bennett
16. Coreon
17. C-SPAN
18. Dialpad.com
19. Diamonds.com
20. E.W. Scripps
21. Electron Economy
22. Empower America
23. Endemol Entertainment
24. Gannett Co., Inc.
25. GT Group Telecom
26. Guatemala Cellular Corporation
27. IBM
28. IDX Corporation
29. InterMedia Partners
30. JP Morgan Private bank
31. Linkmax Corporation
32. Log On America, Inc.
33. MCI Communications Corporation
34. National Cable Television Association
35. National Jewish Center for Immunology and Respiratory Medicine
36. Nextel Communications, Inc.
37. North American Board of the International Group of Accounting Firms
38. OneMediaPlace, Inc. (formerly Adauktion.com, Inc.)
39. Pacific Capital Group
40. Phillips Van Heusen Corporation
41. PointOne Telecommunications
42. Prudential
43. Sanrise

44. Semiconductor Corporation
45. Simon Wiesenthal Center
46. Softbank International Ventures
47. Starwood Hotels and Resorts Worldwide, Inc.
48. StorageNetworks, Inc.
49. Synergos Institute
50. Tanning Technology Corp.
51. TCI music, Inc.
52. TCW Asset Management Company
53. TCW Group
54. TD Waterhouse Group, Inc.
55. Telecommunications Development Corporation
56. Tele-Communications, Inc.
57. Telefonica S.A.
58. Teleport Communications Group
59. The Carlyle Group
60. The Good Guys
61. ThruPoint
62. Trust Company of the West
63. Value America, Inc.
64. VerticalNet
65. Wyndham International
66. Yahoo!, Inc.
67. zUniversity.com, Inc.

#### **Professionals Retained by the Company**

1. The Pacific Capital Group
2. Appleby, Spurling & Kempe (Bermuda)
3. Simpson, Thacher & Bartlett
4. The Blackstone Group L.P.
5. Arthur Andersen
6. KPMG
7. Wilkie, Farr & Gallagher
8. Swidler Berlin Shereff Friedman, LLP
9. Freshfields Bruckhaus Deringer

#### **Strategic Partners**

1. CISCO Systems Inc.
2. EMC Corporation
3. Financial Fusion, Inc.
4. Juniper Networks, Inc.
5. Nortel Networks

6. Sonus Networks Inc.
7. Withit
8. Communicator Inc.
9. Exodus Communications
10. Hitachi Telecom (USA) Inc.
11. Lucent Technologies
12. PRC
13. Swift

### **Litigation and Non-Litigation Claimants**

1. Exodus Communications, Inc.
2. TyCom (US) Inc.
3. TyCo Submarine Systems Ltd.
4. Qwest Communications Corporation
5. 360networks Inc.
6. Alenco Holding
7. Alma Telephone Company
8. APCC Services, Inc.
9. Ari Benowitz
10. Armstrong Race
11. Barbara Belsher
12. Barbara Pannel
13. Bay Distribution
14. BellSouth Telecommunications, Inc.
15. Bitro Communications, inc.
16. Bonnie Ceroll
17. CALNET, Inc.
18. Centillion Data Systems, Inc.
19. Chariton Valley Telecommunications Corp.
20. Cheryl Croll
21. Choctow Telephone Company
22. Citizens Communications Company
23. CompUSA, Inc.
24. Comsults
25. Creditors on behalf of Fastpoint
26. Culver Personnel
27. Daniel Locey
28. Darrell Cheney
29. Datawave Systems, Inc
30. Daval Communications, Inc.
31. DCI Communications
32. Deborah Hanley
33. Deborah Page

34. Denmark's Military Equipment Co.
35. Dial Contracts Limited
36. Diane Commodore
37. Ed Kilb Data Net Systems, LLC
38. Edward Hennessy
39. ElroyNet, Inc.
40. Ericsson UK
41. Euromart New York
42. Executive Enterprise Institute
43. First Class Painting
44. Gaffney Management Consultants
45. George Amandola
46. Global Payphone Systems
47. Goodrich & Sherwood Associates, Inc.
48. Guy White
49. Hitchcock Automotive Resources
50. Iberdrola Redes, SA
51. Indair Limited – UK
52. Intera Communications Corporation
53. Inter-Continental Telephone, Inc.
54. Irene Herrera
55. James Barnett
56. Jasmine Peters
57. Jeff White
58. Jeffrey Abdelnour
59. John Armstrong
60. Kate Cummings
61. Ken Brooks
62. LaBreche Murray, LLC
63. Level (3) Communications, LLC
64. Littlejohn Communications
65. Madison Communications LLC
66. Mark Feil
67. MCI WorldCom Network Services, Inc
68. McNicholas Construction Services
69. MCSi, Inc.
70. Melissa Trace
71. Metrophones Telecommunications, Inc.
72. Mexiport, Inc.
73. Michael Poole
74. Michael Stanton
75. Michelle Santucci
76. Mid-Missouri Telephone Company
77. Modern Telecommunications Company
78. MoKan Dial, Inc.



79. MSGW New Jersey I, LLC
80. Mujo Muhanovic and Dzevada Nuhanovic
81. Net2000 Communications
82. NetVoice Technologies, Inc.
83. Network Associates, Inc
84. Nevada Telephone, Inc.
85. Northeast Missouri Rural Telephone Company
86. Northwest Women's Law Center
87. NovoMedia Group, Inc.
88. Parallel Creative Design Ltd.
89. Paul Brooks
90. Peter Seif
91. Philip M. Cirella
92. PointOne Telecommunications, Inc.
93. Power Direct
94. Precision Pay Phones
95. Prestige Financial Group Ltd.
96. Professional Communications
97. Public Payphones Fresno
98. QAI/Pathfinder Communications
99. Raccomandata A.R.
100. RCI Long Distance
101. Richard Janis
102. Richard Lesco
103. Robert Cook
104. Ronnie Gordon
105. Royce Tawney
106. Russell Allanson
107. Ruth Jaeger
108. SavonCalling.com, LLC
109. Shaffer, Wilson, Sarver & Gray
110. Sonya Williams
111. Southern California Edison
112. Southwestern Bell Telephone Company
113. Stepak
114. Storage Networks, Inc.
115. Studio Bovetti
116. System, Ltd.
117. T2 Technologies, Inc.
118. Talent+, Inc.
119. TECO BGA Thermal Systems, Inc.
120. Teltran International Group Ltd.,
121. Teltran International, Inc. d/b/a Savon Calling
122. Thomas Keane Jaroth, Inc.
123. Timothy Callahan

124. TON Services
125. Tracy Eustace
126. Transworld Telephone
127. Travelers Casualty and Surety Company of America
128. Trimpac, Inc.
129. Union Station Venture
130. United Technological Systems, Inc.
131. Uni-tel
132. US Network Services, Inc.
133. Valerie DiCostanza
134. Verizon Public Communications
135. Western Payphone Systems
136. William Sievers
137. Zane Greene

#### **Secured Creditors**

1. ABN Amro bank N.V.
2. Aegon USA, Inc.
3. Alliance Capital Management
4. Allstate Insurance
5. American Express Asset Management
6. Apollo Advisors
7. Bain Capital, Inc.
8. Bank Leumi
9. Bank of America
10. Bank of China
11. Bank of Hawaii
12. Bank of Montreal
13. Bank of New York
14. Bank of Nova Scotia
15. Bank of Scotland
16. Bank of Tokyo Mitsubishi
17. Bank One
18. Bank United
19. Barclays
20. Bayerische Landesbank Giro
21. Bennett Management
22. BHF
23. Black Diamond Capital Mgmt., LLC
24. Caravelle Advisors LLC
25. Centre Pacific
26. Chang Hwa Commercial Bank
27. CIBC Oppenheimer

28. Citibank
29. City National Bank
30. CoBank
31. Credit Lyonnais
32. Credit Suisse Asset Management
33. Cypress Tree Investment Management, Inc.
34. Deutsche Bank
35. Dai Ichi Kangyo Bank Ltd.
36. Dresdner Kleinwort Wasserstein
37. Equitable Life Insurance
38. Erste Bank
39. First Union
40. Fleet BankBoston
41. Franklin Advisors Inc.
42. Fuji Bank Ltd.
43. General Electric Capital Corporation
44. General Reinsurance – New England Asset Management
45. Goldman Sachs & Co.
46. Gulf International Bank
47. HypoVereinsbank
48. Industrial Bank of Japan
49. IBM Credit Corporation
50. Imperial Credit Industries
51. Institutional Debt Management
52. IKB Capital Corporation
53. Indosuez
54. ING Capital Advisors
55. Invesco
56. JP Morgan Chase
57. Katonah Capital
58. KBC Bank
59. Key Bank
60. Kreditanstalt Fur Wiederaufbau
61. LB Series Inc.
62. Lutheran Brotherhood High Yield
63. Merrill Lynch Asset Management
64. Merrill Lynch
65. Mitsubishi Trust & Banking Corp.
66. Monument
67. Morgan Stanley Dean Witter
68. Mountain Capital Advisors
69. Oppenheimer Funds
70. Pacific Investment Management Company
71. PPM American Incorporated
72. Rabobank Nederland

73. Royal Bank of Canada
74. Scotia Capital
75. Scudder Investments
76. Stanfield Capital Partners
77. Stein Roe Farnham, Inc.
78. Sumitomo Trust & Banking Co.
79. TaipeiBank
80. TCW
81. Textron Financial Corporation
82. Toronto Dominion, Inc.
83. Travelers Companies
84. UBS Warburg
85. Van Kampen
86. West LB

#### **Other Creditors**

1. Banc One
2. Chase Manhattan Bank
3. Credit Suisse First Boston
4. PB Capital Corp.
5. Trust Company of the West
6. Wachovia Bank
7. Washington Mutual
8. Westdeutsche Landesbank
9. Zurich Scudder Investments

#### **Vendor creditors**

1. Abinco
2. Acterna
3. AIB CC
4. Albacom Spa
5. Alcatel
6. Allstat
7. American Express
8. Amex
9. Amtorel
10. Anixter
11. Anritsu
12. Antalis
13. Arendal
14. Arge Pop-Site Stuttgart
15. Audiomedia
16. Avaya
17. B Box

18. Ballygowan
19. Bankgirot
20. Bectel
21. Bectel Roth Bros
22. Belforte
23. Bestel Sa De Cv
24. Bewley's
25. Binders
26. Birka
27. Bucknall Pmi
28. Cisco
29. Compañia Auxiliar De Voladuras
30. Comsat
31. Constel
32. Corning Incorporated
33. Crown Cleaning Contracts
34. Datametrix
35. Dhv Aib Bv
36. Dynamis Abc Vastgoedmanagers
37. Eirpac
38. Elecnor de Argentina S.A.
39. Elgrossist
40. Equant
41. Ergion
42. Erhvervsin
43. Exodus Internet Limited
44. Falck
45. Filcom
46. Fresh
47. Gasline
48. Gasline Gmbh And Co
49. Gensler
50. Gentofte Erhvervsinvest A/S
51. Geoconfere
52. Gesmall
53. Global Switch
54. Grana y Montero
55. Gts Carrier Services
56. Harcourt Printing & Office Supplies
57. Herbert Park Hotel
58. Horizon Open Systems Uk
59. Iberdrola Redes Sa Contract
60. Ica Fluor Daniel S De Ri De Cv
61. Impsat S.A.
62. Indair

63. Inovatel
64. Insignia Richard Ellis Limited
65. Interconnect Exchange Europe Ltd/
66. Interserve
67. Itsaa
68. Jetzler
69. Juniper Networks
70. Kajima
71. KIR srl
72. Knoll International Gmbh
73. Kpn
74. KPN Qwest
75. Logimix
76. Louis Dreyfus
77. Lucent Technologies
78. Lyncole
79. Mallia Properties
80. Manuf Metalica
81. Marke Tel
82. Mastec North America Inc
83. Matra Nortel Communications
84. Mcnicholas Ltd.
85. Metalirgica el Ag
86. Metro New Media Ltd.
87. Migros
88. Mk International Ltd
89. Neterna
90. Nobus
91. Nordisk
92. Nortel Networks
93. Orgatec
94. Pacific Century Cyberworks
95. Palmer
96. Posten
97. Powertech
98. Radionics
99. Reach Networks Hong Kong Limited
100. Redex
101. Regus
102. Reseaux Systemes D'Informations
103. Roberts & Partners (Intl) Limited
104. Rotating Eq Corp
105. Rotating Equipment Corporation
106. Rugas
107. Scandinavisk Bustrafik Aps

108. SDA Security
109. Shain
110. Sicisa
111. Siemens
112. Signtgps
113. Sintel
114. Sirti
115. Sodexho
116. Sonus Networks Limited
117. Stadtwerke Munchen Gmbh
118. Stat Power Serv
119. Structuretone
120. Suter
121. Swisscom Ag - Wholesale
122. Techlink
123. Tekelec
124. Telecity
125. Teledk
126. Telenor
127. Telia
128. Tesco
129. TNT Norge
130. Tolley
131. Tridex
132. Triomec
133. Unisphere
134. Versatel Telecom Europe
135. Walls
136. Wandel
137. Waterland
138. Wettergren

#### **Members of Committees**

#### **Professionals Retained by Committees**

#### **Indenture Trustees of Bonds**

1. United States Trust Company of New York
2. Manufacturers Hanover Trust Company

3. Chase Manhattan Bank

#### **Underwriters and Agents**

1. Deutsche Bank AG
2. CIBC Inc.
3. Canadian Imperial Bank of Commerce
4. Goldman Sachs Credit Partners L.P.
5. Citicorp USA, Inc.
6. Merrill Lynch Capital Corporation
7. Salomon Smith Barney, Inc.
8. CIBC World Markets Corp.
9. Deutsche Bank Securities, Inc.
10. Chase Securities, Inc.
11. West LB

#### **Significant Stockholders**

1. Pacific Capital Group, Inc.
2. Winnick, Gary
3. Cook, Lodwick M.
4. Casey, Thomas J.
5. Clayton, Joseph P.
6. Cohen, Gary
7. Attanasio, Mark L
8. Brownstein, Norman
9. Conway, William E., Jr.
10. Hippeau, Eric
11. Kent, Geoffrey J.W.
12. Lee, David
13. Scanlon, John M.
14. Microsoft Corp.
15. Softbank Corp.

#### **Significant Warrant Holders**

1. Pacific Capital Group



### **Major Landlords**

1. 32 AA Associates, LLC
2. 80 Pine LLC
3. Alameda Main LP
4. Berrueta Family LLC
5. Carlyle Seventh Street, LLC
6. Colo.com
7. Concar Detroit One, LLC
8. Consolidated Rail Corp.
9. Foothills Corporate Centre Two, LLC
10. Hudson Telegraph Associates
11. Impsat Comunicacaoes LTDA
12. Impsat Peru S.A.
13. Internap
14. JFK Investments Co., LLC
15. MSGW New Jersey I, LLC
16. National Blinds & Wall Paper Inc.
17. Pioneer Management
18. PW/MS Management Co.
19. Seattle Telecom LLC
20. Technology Center of the Americas, LLC
21. Telecomunicaciones Impsat S.A.
22. Union Station Venture
23. Widewaters Woodcliff VI Co., LLC
24. WXIII/PHL Real Estate Limited Partnership
25. Yale Properties